

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11
LEHMAN BROTHERS HOLDINGS INC., *et al.*, : Case No. 08-13555 (JMP)
Debtors. : (Jointly Administered)
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**ORDER, PURSUANT TO FED. R. BANKR. P. 2004, AUTHORIZING
DISCOVERY FROM BARCLAYS CAPITAL, INC.**

This matter coming before the Court on the Motion of Debtor and Debtor In Possession for an Order, Pursuant to Fed. R. Bankr. P. 2004, Authorizing Discovery From Barclays Capital, Inc. (the “Motion”),¹ filed by Lehman Brothers Holdings Inc., as debtor and debtor in possession in the above-captioned case (the “Debtor”); the Court having reviewed the Motion and having considered the statements of counsel before the Court (the “Hearing”); and the Court having found that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b); and (c) notice of the Motion and the Hearing was sufficient under the circumstances; and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The relief requested in the Committee’s joinder to the Motion is granted. The Committee shall be entitled to receive copies of all documents produced to the Debtor pursuant to

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

this Order and representatives of the Committee shall be entitled to appear and propound questions at any deposition noticed in accordance with this Order.

3. The Debtor may, in its discretion, and is authorized to, conduct written discovery and depositions against Barclays concerning the Requested Information.

4. Barclays is hereby ordered to produce documents and otherwise respond to the written discovery requests in Exhibit F to the Motion within 20 days of the date hereof.

5. Barclays is hereby further ordered to produce witnesses to appear for oral depositions under oath on such date and time and at such location as may be designated in writing by the Debtor on not less than 14 days notice.

6. The Debtor may issue discovery requests and subpoenas as may be necessary to accomplish the discovery authorized by this Order.

7. Nothing contained herein shall prejudice the Debtor's rights under Bankruptcy Rule 2004 and other applicable law to seek further document production and written and oral examinations in connection with these chapter 11 cases.

8. The Debtor shall meet and confer with (a) Anton R. Valukas, U.S. Trustee-appointed Examiner in Debtor's chapter 11 case (the "Examiner"), (b) the Official Committee of Unsecured Creditors (the "Committee") of Debtor, and (c) James W. Giddens, Trustee for the liquidation of Lehman Brothers Inc. under the Securities Investor Protection Act of 1970 (the "SIPA Trustee"), to develop a protocol for the coordination of the discovery they seek from Barclays in accordance with this Order and in accordance with the Court's directions on the record at the hearing held June 24, 2009. The Debtor, The Examiner, the Committee and the SIPA Trustee shall also meet and confer with Barclays about the discovery ordered herein and shall report to the Court no

later than the date of the next omnibus hearing, scheduled for July 15, 2009 ,with respect to any issues that arise and they are not able to resolve.

9. Existing confidentiality agreements shall be modified to, and any confidentiality agreement between the Debtor and Barclays shall, allow for the coordinated discovery noted above, including a provision that will allow for the sharing between Debtor, the Examiner, the Committee, and the SIPA Trustee of information received from Barclays.

10. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

Dated: New York, New York
June 25, 2009

s/ James M. Peck
UNITED STATES BANKRUPTCY JUDGE